

TAB 2 FOLLOWS

Hearing Date & Time: March 1, 2011 at 9:45 a.m. (Eastern Time)
Response Deadline: February 22, 2011 at 4:00 p.m. (Eastern Time)

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For Dearborn Refining Site
Customers PRP Group

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In Re:

Chapter 11 Case No.
09-50026-REG
Jointly Administered

MOTORS LIQUIDATION COMPANY, et al.,
f/k/a General Motors Corporation,

**AFFIDAVIT OF
STEPHEN M. LANDAU**

Debtors.

_____ /
The undersigned declares under penalty of perjury that he has personal knowledge of, and if sworn as a witness, can testify competently to the following facts:

1. I am counsel for the respondent, Dearborn Refining Site Customers PRP Group, and make this affidavit in support of the respondent's Response to the Debtors' 208th Omnibus Objection.

2. To my knowledge, I am the only person who dealt with the Debtors' claims representative, Matthew X. Roling, with respect to the settlement of the claims of G&H Landfill Site PRP Group, claim number 39020, LDI PRP Group, claim number 38913 and of respondent, claim number 36708.

3. Mr. Roling's first contact with my office occurred on July 19, 2010, when he sent an email to my associate, Brian D. Figot, which stated:

As per my voice message, please contact me at your nearest [sic] convenience so that we may begin talks to settle your clients' claims for these two sites.

The "two sites" referred to were Dearborn Refining and G&H.

4. I telephoned Mr. Roling on July 20, 2010, to begin the process of settling all three claims.

5. On September 19, Mr. Roling wrote to me:

Stephen M. Landau

From: Roling, Matthew [mroling@alixpartners.com]
Sent: Sunday, September 19, 2010 4:53 PM
To: Stephen M. Landau
Subject: Dearborn Refining - 49504 ACEMCO INCORPORATED & 49505 NACHI MACHINING TECHNOLOGY CO

These still need to be withdrawn.

49504	ACEMCO INCORPORATED	Dearborn Refining	2,000,000.00
49505	NACHI MACHINING TECHNOLOGY CO	Dearborn Refining	2,000,000.00

Thanks,
Matt

6. On October 5, 2010, I settled the LDI claim with Mr. Roling by email in which I wrote to him:

I have been authorized to accept your September 20 counter in the amount of \$275,000, and to execute the Stipulation and Settlement Resolving Claim No. 38913 document on behalf of the Group as, and solely as, its authorized agent. Please confirm that all individual claims have been withdrawn as required.

7. Also on October 5, 2010, I settled the G&H claim with Mr. Roling by email in which I wrote to him:

I have been authorized to accept your September 20 counter in the amount of \$214,355 and am authorized to execute the Stipulation and Settlement Resolving Claim as, and solely as, the group's authorized agent.

8. On October 14, 2010, I received from Mr. Roling by email the proposed Stipulation and Settlement Agreement attached at Tab 1.

9. On November 2, 2010, I telephoned Mr. Roling. During that conversation he and I reached a complete agreement resolving this matter in full. I made the last demand which he accepted in the amount of \$970,577.00; we confirmed that all of the required withdrawals had been received; I sent him the confirming email as had been our practice with the other two claims; and I accordingly notified my clients that the matter had been settled and concluded.

10. I heard nothing further until I was served with the Debtors' 208th Omnibus Objection on January 31, 2011.

11. I telephoned Mr. Roling on February 1, 2011, to inquire why the Dearborn Refining Site claim was included in the objection. He indicated he would look into the matter and call back.

12. On February 3, I again telephoned Mr. Roling. I immediately asked him "are you reneging on the agreement." He replied "yes." I then said "are you going to deny that we settled this" to which he replied that he was not "in a position to comment" on that. He then said that "unfortunately" the settlement never made it to stipulation. Finally, in response to "why didn't you send the stipulation" he stated "it slipped through the cracks."

13. At no time in the conversation of February 3, 2011, or thereafter, orally or in writing, has Mr. Roling ever disavowed or denied the existence of the complete settlement reached on November 2, 2010.

/s/ Stephen M. Landau

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